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February 26, 2010

EX PARTE

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

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Federal Communications Commission
Office of the Secretary

RE: *Application of Verizon Communications Inc. and Frontier Communications Corporation for Consent to Transfer Control of Domestic Section 214 Authority, WC Docket No. 09-95*

Dear Ms. Dortch:

On behalf of Frontier Communications Corp. ("Frontier"), we are submitting responses to the February 12, 2010 Information and Document Request in the above-referenced proceeding,¹ together with responsive documents. Some of the documents being filed today and portions of Frontier's responses are Confidential and are submitted in accordance with the procedures established in the Bureau's December 18, 2009 Protective Order.² Certain documents also contain Highly Confidential material and are submitted in accordance with the procedures established in the Bureau's February 2, 2010 Protective Order.³

Additional documents are not being filed today because they contain Highly Confidential material. Frontier is submitting a request that the Bureau adopt a further second-level protective order establishing procedures with respect to those materials. Upon approval of such further protective order, Frontier anticipates submitting the remaining material to the Commission promptly.

A copy of this letter is being filed in the above-referenced docket.

Sincerely,

/s/John T. Nakahata
John T. Nakahata
Counsel to Frontier Communications Corp.

¹ Letter from Sharon Gillett to Kenneth F. Mason and Karen Zacharia, WC Docket No. 09-59 (Feb. 12, 2010).

² *Applications Filed by Frontier Communications Corporation and Verizon Communications, Inc. for Assignment or Transfer of Control*, WC Docket No. 09-95, Protective Order, DA 09-2573 (rel. Dec. 18, 2009).

³ *Applications Filed by Frontier Communications Corporation and Verizon Communications, Inc. for Assignment or Transfer of Control*, WC Docket No. 09-95, Protective Order, DA 10-221 (rel. Feb. 2, 2010).

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**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554**

In the Matter of:

Applications Filed by Frontier
Communications Corporation and Verizon
Communications Inc. for Assignment or
Transfer of Control

WC Docket No. 09-95

**RESPONSE OF FRONTIER COMMUNICATIONS CORP.
TO THE COMMISSION'S FEBRUARY 12, 2010
INFORMATION AND DOCUMENT REQUEST**

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February 26, 2010

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Frontier Communications Corp. ("Frontier") provides its responses to the Federal Communications Commission's Information and Document Requests, as modified by FCC staff on February 19, 2010. Frontier reserves the right to supplement these responses as further information becomes available and in accordance with staff's request for continuing production.

Substantive responses and references to documents that will be produced are identified below by the relevant subpart to FCC's Information and Document Requests. Where the response indicates that responsive documents will be produced, these documents will be processed and organized according to the instructions attached to the Information and Document Requests and our discussions regarding this matter. Frontier has taken diligent steps to ensure that it has not produced any information that is protected by the attorney-client, work product, or other privileges. Any such production by Frontier was inadvertent and does not constitute a waiver of any privilege. Frontier reserves the right to request the return of any inadvertently produced protected information and asks that your office, upon receiving such a request, promptly return all copies of such information to Frontier and make no further use of that information. Frontier has also identified specific documents as confidential and subject to the existing protective orders in this docket, or as highly confidential and subject to Applicants' request for third protective order. Where there has been ongoing and evolving work, Frontier has produced the most recent responsive documents. In addition, pursuant to the February 22, 2010 *ex parte*, Frontier is not producing duplicate copies of documents also produced by Verizon.

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INITIAL INFORMATION REQUEST

A. OSS ISSUES

REQUEST #1

For West Virginia and each of the 13 legacy GTE states that are the subject of this application, please describe in detail:

- a. The current state of the OSS in use by Frontier in each of these areas (to the extent applicable), including:
 - (1) whether those systems are wholly manual;
 - (2) the extent to which any automated processes exist in the current systems;
 - (3) the order volumes and trouble ticket volumes handled by the systems at present, both retail and wholesale, along with copies of all supporting documentation for this response;
 - (4) how much Frontier currently spends on running and maintaining its existing OSS.
- b. Copies of all notes, minutes, memoranda, or other documents prepared (whether internally or by outside advisors) for, or in the course of, discussing, or memorializing the monthly cutover planning committee meetings between the parties.
- c. Copies of all notes, minutes, memoranda, or other documents prepared (whether internally or by outside advisors) for, or in the course of, discussing, or memorializing any "business-to-business point of contact calls" between the parties regarding the OSS conversion/cutover processes.
- d. If your response to (b) and (c) is that no such documents exist, please explain how the companies are monitoring their progress in the cutover planning process.

RESPONSE TO REQUEST #1

- a. Frontier's existing operation support systems ("OSS") are currently used to support ordering and billing, network monitoring and maintenance, and all customer support functions.
 - a(1). Frontier's OSS is highly automated. Automation includes:
 - Provisioning of phone service and associated features

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- Provisioning of High Speed Internet
- Provisioning of ISP value-added services
- Technician dispatching
- 911, CNAM and Directory interfaces
- Credit and collections functions
- Remittance processing
- Line testing
- Certain wholesale functions. Some wholesale ordering is not currently automated, but will be automated following the implementation of the Synchronoss front-end gateway as discussed in Frontier's response to Data Request No. 4.

a(2). See a(1).

a(3). Documents responsive to this request which show monthly order and ticket volumes from January 2008 through December 2009 are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

a(4). Frontier's 2009 Information Technology budget is, excluding salary and benefits, was approximately

. Frontier does not segregate Information Technology costs between retail and wholesale.

b. The Cutover Agreement establishes a Cutover Planning Committee ("CPC") (also sometimes called the "Cutover Task Force"). The CPC is comprised of senior leaders from Frontier and Verizon (each has designated two representatives), who bring in additional subject matter experts as appropriate. The CPC discusses, plans and coordinates cutover activities and formulates the detailed schedule of cutover steps with related timelines. The CPC meets weekly to discuss broad cutover- related issues.

Verizon has delivered to Frontier its Cutover Plan that describes the cutover activities to be performed by Verizon and the schedule for performing the required cutover tasks. The Verizon Cutover Plan in part is utilized by Frontier to identify and better understand the actions and deliverables to be provided by Verizon. Frontier has delivered to Verizon its "Frontier Cutover Plan: West Virginia" which describes the receipt, conversion and conversion testing of Verizon's test data extracts. It identifies each organization involved, deliverables, milestones, and work tasks necessary for the

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West Virginia cutover and the transaction close. The Frontier Cutover Plan West Virginia outlines work plans, responsibilities, and deliverables for each functional area and Information Technology project. It also includes work plans, responsibilities, and deliverables and identifies a centralized command and control structure for the overall integration.

Verizon has already identified the relevant customer data from its systems, has begun to deliver data descriptions, data formats and layouts and sample file data to Frontier, and the test data extract process has begun. The test data extracts are a snapshot of the Verizon data at a particular point in time, which is similar in content and volume to the planned final cutover extract. Frontier and Verizon have agreed to complete three mock data extracts. The test-extract process provides Frontier with the ability to review and test procedures, processes, data loading and mapping, among other things, for the final cutover data extract. The test extracts also provide Frontier with Verizon data that can be used to test their systems prior to the final cutover and allow both parties the ability to run through the entire process in preparation for the final cutover extract.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

Please also see the response and documents as provided by Verizon.

c. Frontier and Verizon engage in regular business-to-business communications regarding the OSS cutover in addition to the CPC meetings. These include informal communications and discussions regarding action items identified in or ancillary to the CPC meetings and cutover planning. The parties also have met to discuss data mapping, conducted a data workshop, and exchanged information regarding data mapping. These meetings provide the forum for Verizon to explain/describe the data (format and values, and what the values mean) Frontier will be receiving. This knowledge helps Frontier to determine what Verizon fields or combination of fields to use when mapping the data to their systems.

Please also see the response and documents as provided by Verizon, including the CPC meeting documents.

d. Please see responses 1.b and 1.c above.

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REQUEST #2

In their May 29, 2009 filing with the West Virginia PUC (at ¶ 36), the parties state that they “have developed a formal process that will govern the conversion of retail and wholesale customer data from Verizon to Frontier’s existing back office systems” and that “This transaction will follow the standard process used in successful consolidations within the industry today.”

- a. Please provide copies of all documents prepared (whether internally or by outside advisors) for, or in the course of, discussing, or memorializing the development of the formal process governing the West Virginia conversion, as referenced in the May 29 filing.
 - (1) Is this formal process the same as the “standard process in successful consolidations within the industry today” referenced in the May 29 filing?
 - (2) If not, describe how and why it differs from the “standard process in successful consolidations within the industry today” referenced in the May 29 filing.
- b. Please describe in detail how this formal conversion process has been refined or revised since the May 29 filing, and provide copies of all documents prepared (whether internally or by outside advisors) for, or in the course of, discussing, or memorializing such refinements or revisions.
- c. Please describe in detail all testing plans and protocols that the parties have developed and plan to or have begun to implement prior to the cutover in West Virginia, including the timeframe(s) for such testing plans and protocols.
 - (1) Are there any plans in place for independent, third-party testing of the West Virginia OSS prior to cutover? If so, please provide details; if not, explain why you believe such independent testing is not necessary.
 - (2) Explain in detail how the “shadow environment” for the West Virginia OSS cutover process is being conducted, and what plans are in place for migrating the “shadow environment” to the live system at cutover.
 - (3) Explain in detail how the data extract from Verizon’s West Virginia systems to Frontier’s existing OSS (“mapping comparables”) is addressing the differences that exist between the two systems (e.g., where Frontier’s current system does not include all of the same categories of information as Verizon’s).
- d. Please describe in detail all plans Frontier has made or is in the process of making to ensure continuity of service to customers should the West Virginia OSS fail

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after going live post-closing. Please provide copies of all supporting documentation for your response.

RESPONSE TO REQUEST #2

a. Please see response to Data Request # 1 above. As explained, Frontier has prepared a Cutover Plan, which describes the receipt, conversion and conversion testing of Verizon's test data extracts.

a(1). Yes. In this transaction, consistent with most successful consolidations within the industry today, Verizon will extract final data from its OSS systems and deliver that data to Frontier for use on Frontier's systems. Frontier, having mapped that data to the appropriate fields in its OSS systems, will load the extracted data into its existing OSS systems, which will be utilized to provide service following the closing of the proposed transaction.

a(2). Not applicable.

b. The overall process described in the Cutover Plan has not changed since the Plan was adopted.

c. Detailed project plans have been developed and updated to align with the timing and specific contents of Verizon's data extracts. Frontier's approach, in simple terms, involves a data mapping team that is divided by application area for focus. Frontier has developed reusable data mapping template documents that contain all required target system data and formats. Each data mapping analyst is assigned one or more of the data mapping templates for a certain application area (pending service orders, customer accounts, product information, directory information, plant, etc). The analyst then systematically identifies the corresponding source system data for each field required in the existing systems, defines cutover rules (expand or contract field size, convert specific code values and descriptions to predetermined values, etc), and documents this for development into cutover rules. Frontier then utilizes reusable cutover programs from previous cutovers to "read" the source data from the extract files, convert the data using the data mapping conversion rules, and then load the converted data to the appropriate Frontier systems. All required data must be located, converted and populated, and all source data must be accounted for. Multiple data extracts are used to test and validate the quality and completeness of the conversion in advance of the live cutover. Each extract is used as a "mock" or trial cutover. Once a mock cutover is executed, much testing is performed to confirm that the test cutover data is correct and complete and that the systems operate correctly. Each subsequent data extract is a new test of the completeness and readiness for cutover and is a validation that problems or discrepancies, if any, have been identified and rectified.

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Upon receipt of the test data extracts, basic controls are executed to confirm that all expected extract files have been received and are complete. Once validated, the mock cutover process is executed to convert the test extract data and load it into the appropriate Frontier systems. This mock cutover simulates a full cutover process test. Once mock cutover is executed, extensive tests are performed on the data and applications. Frontier has developed automated quality testing tools for cutover testing that allow focused views of the quality of the cutover. The most important of these processes involves the systematic comparison of actual Verizon source system data with corresponding trial extract "mock" converted data for a series of key business metrics (such as access lines, accounts, payments, cable ID, terminal ID, cable pairs, in-service-pairs, bad pairs, etc.). Each metric has a defined quality standard for user acceptance and, among many other gating criteria for internal approval to convert, each metric's quality standard must be met or exceeded before conversion can be approved. Upon analysis, refinements are made to the data mapping rules and programs, the mock conversion from the data extract is rerun, and the metrics quality reporting is rerun. This process iterates to maximize the accuracy of the data is reached.

In addition to the above metrics testing, Frontier has developed a "comparative rating and billing" system, which allows the systematic comparison of the customer usage and recurring charges rated in the source system versus that same usage and recurring charges rated in the target mock cutover systems. After numerous refinement iterations, post-conversion rating and billing accuracy is extremely high. This rating and billing test effectively validates both the cutover and any necessary enhancements to the systems. The two techniques described above combined with stable production systems, result in cutover quality improvements that maximize the accuracy and completeness of the cutover.

Finally, Frontier will implement a series of control checks starting with receipt of the Verizon extracts through validation of cutover Frontier systems and final approval to release the systems for production use. Once the live cutover data extract files are received, and in advance of converting and loading the live data into the production systems, control oriented tests are performed against the extract files to confirm that all expected files have been received and that each file contains the number of records expected. Once confirmed, the data extract files are converted and loaded to the offline production systems. As a final accuracy verification of the data extracts, the same metrics quality comparisons are run to ensure that the converted data produces the expected business metrics that are reported from the Verizon source systems.

As close approaches, Frontier will develop "day-by-day," and "hour-by-hour" plans leading up to and through conversion, detailing every step that must be taken. These plans will be executed in dry run numerous times in advance of the final cutovers. After all testing has been completed and approved, the key business owners will meet to confirm that all checklist items have been satisfied, to discuss any open issues, and make a "Go / No Go" decision. This decision is the final trigger for the start of the actual cutover.

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Frontier's approach to systems integration and conversion involves testing at many different levels and in many areas, including the following:

- Intensive regression testing (repeated start to finish testing until all testing branches execute without errors) and forced business process exercise;
- Standard conversion tasks and specific conversion testing for existing Verizon source system data;
- Functional testing of all order, acknowledgment and transaction types;
- Integration testing from order to billing;
- Performance testing of both online response time and any batch related testing (e.g., billing); and
- User acceptance testing.

Frontier has allowed for a doubling of the amount of testing that it will use for the converted systems in advance of conversion to further maximize accuracy.

Additional testing plans are described in the Frontier Cutover Plan: West Virginia referenced in Response # 1. Testing began in January 2010 and will continue through May 2010.

In addition, as part of the pending regulatory approval proceeding in West Virginia, Frontier reached settlements with all of the operating companies and CLECs in that proceeding. The settling parties submitted two separate but similar Stipulations to the Commission, one among Frontier, Verizon-West Virginia and Comcast Phone of West Virginia, LLC ("Comcast"), and another among Frontier and several West Virginia CLECs: NTELOS of West Virginia, Inc. ("NTELOS"), FiberNet, LLC ("FiberNet"), Citynet West Virginia, LLC ("Citynet"), USCOC of Cumberland, Inc., and Hardy Cellular Telephone Company (collectively "U. S. Cellular"). Those two settlements, which were filed publicly with the West Virginia Public Service Commission in December 2009, are being provided with this response. As part of these settlements, Frontier agreed to allow the competitive carriers to undertake testing of the OSS to ensure that the transition from Verizon wholesale operations support systems to Frontier wholesale operations support systems is not disruptive to their business. Before the cut over to the Frontier systems, Frontier will establish a testing environment ("TE") on the Frontier systems to test wholesale orders. The settlements provide that the CLECs and Comcast may undertake testing of the e-bonding and systems in the TE *before* the systems are put into production and utilized. This testing will consist of the processing and flow through of sample orders and the verification of the results of that testing in the TE. Additional details regarding the testing process are included in the two settlement agreements being provided here.

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c(1). There are no plans for independent third-party testing of Frontier's West Virginia's OSS. In light of the extensive, rigorous, and repeated pre-cutover system testing that Frontier is undertaking, described in part b. above, and the opportunities provided to CLECs and Comcast to test in the Testing Environment prior to any cutover, Frontier does not believe third-party testing is necessary.

c(2). Frontier plans to convert the data from the final test extract into a special "shadow environment". This environment will be used to support the West Virginia customer service and operations while the cutover is in process. While the cutover occurs, Frontier will be able to access the data in the shadow environment to service customers and ensure quality customer care.

c(3). When mapping data and products from Verizon to Frontier, Frontier may identify circumstances in which field lengths need to be expanded or in which other information is contained in Verizon's systems but not in Frontier's systems. In each of those circumstances Frontier will make the necessary changes to Frontier's systems to accommodate those differences. For example, Frontier will expand data fields to accommodate greater data lengths or add data fields to accommodate necessary data.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

d. Frontier does not expect its West Virginia OSS to fail after going live at closing or after closing. Frontier already utilizes these back-office operations, business and customer service and support systems today to serve its current wireline customers in West Virginia and more than 2 million access lines in other states. The West Virginia OSS is fully functional. Since Frontier is converting the Verizon-West Virginia customer base onto these fully functional systems, Frontier's continuity plans for West Virginia are the same as the continuity plans for all Frontier properties. Frontier has a documented Business Continuity Plan to ensure service delivery in the event of a disaster. Included in that plan is the ability to operate our OSS in an offsite backup, or fail-over, facility located in Philadelphia, PA, operated by Sunguard.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

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REQUEST #3

Please describe in detail all testing plans and protocols the parties have developed and plan to or have begun to implement prior to the cutover in the 13 legacy GTE territories, including the timeframe(s) for such testing plans and protocols.

- a. Are there any plans in place for independent, third-party testing of the 13 legacy GTE territories' OSS prior to cutover? If so, please provide details; if not, explain why you believe such independent testing is not necessary.
- b. To the extent there are results available from ongoing or completed tests, please provide details of those results and any supporting documentation.
- c. With respect to the Fort Wayne OSS center, please describe in detail (and provide copies of all supporting documentation for your responses to each section below):
 - (1) An explanation of how Verizon currently ensures continuity of service (e.g., network and equipment redundancies, or other back-up measures in the event of system failures) in the Fort Wayne OSS center;
 - (2) whether Frontier plans to build in similar back-up measures or network and equipment redundancies to ensure continuity of service for the merged entity's OSS, and if so, the types and extent of those measures; and
 - (3) all plans Frontier has made or is in the process of making to ensure continuity of service to customers should the Fort Wayne OSS fail upon going live at closing/cutover.
- d. Provide copies of all documents prepared (whether internally or by outside advisors) for, or in the course of, discussing or memorializing the replication test plan developed as of November 2009 for the Fort Wayne center.

RESPONSE TO REQUEST #3

3. Please see the response as provided by Verizon. In summary, Verizon will replicate its GTE OSS and then test the customer-facing systems in those thirteen states before they are put into operation. Verizon will then use those replicated systems to serve the Verizon customers in the thirteen states.

After those systems are copied, separated, and in production mode with Verizon, Frontier will have access to inputs, outputs, reports (including error and exception reporting along with corrective actions) and customer files to verify that the systems are operating properly and acceptable for turnover to Frontier. The testing will be oriented towards confirming that customer service levels are unaffected by the use of the

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replicated systems. Frontier will aggressively and rigorously review the operation – from call centers and usage processing through billing to confirm correctness and completeness, and work with Verizon to ensure service levels by observing Verizon's actual production systems. Frontier will observe actual systems in use with real customers, along with reports and metrics, while Verizon is using these systems for all customer transactions in the former GTE states being transferred to Frontier. The objective will be to confirm not just that the copied systems operate correctly, but that the entire operation performs and functions properly and as expected. Systems will not be transferred unless Frontier is satisfied the condition to the closing of the Merger Agreement has been met. As described more fully by Verizon, in certain settlement agreements that Frontier and Verizon have entered into the Staffs of state utilities commissions, Comcast and other intervenors in the state regulatory approval proceedings associated with this transaction, Verizon and/or Frontier have agreed to certain conditions or requirements associated with the system transitions in the 13 former GTE states included with this transaction. With this response, Frontier is providing a comprehensive summary of the conditions, settlements and commission orders in the state regulatory proceedings that the West Virginia Public Service Commission directed the joint applicants to file and periodically update and which was filed with the West Virginia PSC on February 26, 2009.

At closing, Frontier will obtain a replicated system for those states that will have been operated by Verizon's North Central business unit for at least 60 days before closing and validated by Frontier. In short, Frontier will receive fully functional systems for the thirteen former GTE states at closing and will operate those same systems immediately upon closing using the same employees that continue with Frontier after the closing of the transaction.

- a. Please see the response as provided by Verizon.
- b. Please see the response as provided by Verizon.
- c(1). Please see the response as provided by Verizon.
- c(2). Upon closing of the transaction, Frontier plans to continue the back-up measures and network and equipment redundancy measures implemented by Verizon's to ensure continuity of service in the Fort Wayne OSS center.
- c(3). Please see Verizon's response to Question 3.b. Upon closing Frontier will assume and continue Verizon's back-up plans and procedures. After closing, Frontier will evaluate whether to continue Verizon's existing plans or to make appropriate modifications to those plans and procedures.
- d. Please see the response as provided by Verizon.

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Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

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REQUEST #4

What motivated Frontier to purchase the Synchronoss wholesale ordering gateway product for use in Frontier's existing 24-state footprint at this time?

- a. Will all wholesale OSS functions in those areas be handled through Synchronoss? If not, please specify which functions will be placed on Synchronoss immediately, and which will not.
 - (1) Of those wholesale functions that will not immediately be placed on Synchronoss, please describe all plans and schedules for converting these functions to Synchronoss in detail.
 - (2) How will Frontier address the wholesale OSS functions that will not be placed on Synchronoss right away?
 - (3) What is the current status of the company's plans to incorporate CLEC testing into the protocol for the transfer to Synchronoss, and what additional plans for CLEC input into this transfer have been made?

RESPONSE TO REQUEST #4

Frontier identified a need to increase automation for wholesale customers in anticipation of the closing of this transaction given the Carrier to Carrier and Performance Assurance Plan that Frontier will be assuming from Verizon in West Virginia. Frontier initially evaluated three vendors in addition to the option of building the front end gateway internally. Frontier will be upgrading its OSS by purchasing and installing the Synchronoss Technologies, Inc. ("Synchronoss") front-end gateway and implementing a number of upgrades to the other components of its OSS. The Synchronoss front-end will provide e-bonding (including EDI, XML, and MECSpec), improved connectivity, and enhanced automation, tracking capabilities, and notification to CLECs and other wholesale customers for service orders, trouble resolution and administration. Frontier identified a need to increase automation for wholesale customers as a component of this transaction given the Carrier to Carrier and Performance Assurance Plan that Frontier will be assuming from Verizon in West Virginia. Frontier initially evaluated three vendors in addition to the option of building the front end gateway internally. Ultimately, there were two overwhelming factors that led to the decision to choose Synchronoss as the solution.

First, from a functional perspective, Synchronoss was the only vendor system that provided all three key components - LSR, ASR and Trouble Administration. Each component was accessible in the various formats mirroring Verizon-West Virginia's (i.e. GUI, XML, EDI, etc). Frontier also believed that using a proven system was a preferred solution versus the in-house development.

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The second factor was the wide use of the Synchronoss system by many telecommunications providers, whether in a send or receive mode. Frontier was aware of both Embarq's use of Synchronoss, and CenturyTel's commitment, as part of their transaction, to expand the use of the Synchronoss platform to their entire footprint following the merger. Frontier determined that using a system familiar a key to the wholesale carrier community constituted an additional benefit.

With Verizon-West Virginia converting onto the same OSS that is used to support the Frontier legacy footprint today, Frontier decided to expand the functionality delivered by the Synchronoss platform to support the Company's wholesale operations across the legacy Frontier footprint as well. This will provide increased efficiency for Frontier's wholesale operations and will provide wholesale customers with a single method for doing business with Frontier over the Frontier legacy OSS. Synchronoss is installing and configuring the ordering gateway.

a. Synchronoss will handle the wholesale OSS functions described above.

a(1). As of February 1, 2010, all existing Frontier legacy ASR customers currently interfaced via Mechspeg were converted to the new gateway using the same protocol. As of March 1, 2010, all ASR customers who currently submit emails or faxes will be converted to using the GUI for order submission. Training was provided to the Carriers during the week of February 8th. At this time there is no firm date for the migration of existing Frontier legacy LSR customers; however Frontier has committed to such migration no later than 180 days post close.

a(2). All of the backend support systems for the legacy properties and the West Virginia customers are the same. There will be a period of no longer than 180 days post close where LSR customers will use the existing Frontier GUI for LSR submission.

The gateway implementation has begun and will be connected to back end OSS systems and tested in March (beginning with system training) and April/May 2010. Frontier has committed to a minimum of 20 business days of testing, which will ensure a thorough review of the various test scenarios. Frontier has published its proposed Test Deck for LSR, ASR, and Trouble Administration functions. With this testing application, Frontier will define test scenarios associated with all the pre-order and order functions that will be supported by Frontier after the Verizon WV migration. The application will simulate a CLEC customer submitting ASRs or LSRs to Frontier that will be processed by the Synchronoss front-end applications and will be used to compare the responses returned to the expected result.

a(3). Frontier will work with each of the CLECs requesting a testing window to ensure they can successfully submit transactions to Frontier in a manner comparable to the way the CLEC interacts with Verizon WV today. Simply put, the CLECs will be able to test all the standard pre-order and order transaction types defined in their ICA with Verizon WV.

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Furthermore, as discussed in Response 2.c.(1), as part of settlements reached in West Virginia, before the cut over to the Frontier systems, Frontier will establish a testing environment on the Frontier systems to test wholesale orders. The settlements provide that the CLECs and Comcast may undertake testing of the e-bonding and systems in the testing environment *before* the systems are put into production and utilized. This testing will consist of the processing and flow through of sample orders and the verification of the results of that testing in the testing environment.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

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REQUEST #5

What are the company's long-term plans for post-merger OSS, both in the legacy Frontier franchise areas and the transaction market areas? Please provide copies of all documents prepared (whether internally or by outside advisors) for, or in the course of, discussing or memorializing the development and refining of such plans.

- a. Does Frontier plan to outsource to consultants any aspect of the conversion of the OSS (*e.g.*, functions, maintenance, support, etc.) it plans to use in the market area? If so, please describe in detail (and provide copies of all supporting documentation for your response) what specifically will be outsourced, to whom, and why.

RESPONSE TO REQUEST #5

Upon the closing of the proposed transaction, Frontier will continue to utilize its existing OSS systems in each of the service territories where it currently operates. As explained in response to Request #4, Frontier will enhance its existing OSS to include the Synchronoss front end gateway. In addition, as explained in response to Requests #1 and #2, upon closing of the proposed transaction, Frontier will cut over the Verizon-West Virginia operations to Frontier's existing OSS systems.

While it is likely that at some point in the future, Frontier will seek to consolidate OSS so that the existing Frontier territories and the acquired Verizon service areas utilize the same OSS, the Company has no plan or timeline for completing the integration of those systems. Frontier has committed that it will not integrate the existing Frontier and Verizon OSS for at least one year following the closing of the transaction. In certain settlement agreements with or commitments to state commission staff (Illinois, Ohio, Oregon and Washington), Frontier has committed to notifying the state commission and certain other parties of any planned system integrations and to providing detailed information regarding the planned integration at least 180 days before the integration occurs.

Specifically, Frontier has agreed to submit a detailed operations support system integration plan to the Commission Staff in Illinois, Ohio, Oregon and Washington. Frontier's integration plan will describe the operations support system to be replaced, the surviving operations support system, and why the change is being made. The operations support system integration plan will describe Frontier's previous experience with integrating the operations support systems in other jurisdictions, specifying any problems that occurred in that integration process and what has been done to avert those problems. Frontier's operations support system integration plan will also identify planned contingency actions in the event of Frontier encountering a difficulty, as part of the system integration process. The integration plan submitted by Frontier will be prepared by Information Technology professionals with detailed experience and knowledge regarding the systems integration process and requirements.

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Frontier utilizes its own staff for most IT projects but also engages consultants to assist it on IT projects on an as-needed basis. Because a definitive conversion plan has not been developed and because conversion will not occur for at least one year, however, Frontier has not made a determination as to whether it will outsource to a consultant any aspect of any potential OSS conversion in the transaction market areas.

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REQUEST #6

What plans or efforts has Frontier made to ensure that, post-closing, it will have sufficient trained staff to operate, maintain, and support the OSS that Frontier will need to serve all of its customers in both the legacy Frontier territories and the territories to be acquired from Verizon? Please provide copies of all supporting documentation for your response.

RESPONSE TO REQUEST #6

In conjunction with the Verizon realignment, Verizon employees whose primary duties relate to the Verizon businesses being acquired by Frontier, excluding a small number of employees retained by Verizon, will immediately after closing continue as employees of one of Frontier's subsidiaries; in total, approximately 9,450 current Verizon employees who are experienced and dedicated to the provision of local services in these areas are expected to continue employment with Frontier as part of the proposed transaction. The customer service, network and operations functions that are critical to Frontier's success in providing high quality service will continue to provide service in the transferred areas after the transaction is complete. Similarly, the Verizon personnel responsible for operating the data center and using its functionality to handle ordering, billing, repair, and other functions relating to Spinco will be employees of the Spinco business that will be merged with Frontier. Employees will continue in their existing roles and locations, performing functions consistent with those they perform today, after the transaction is completed. Frontier is also very familiar with the amount and type of training necessary to make new employees effective on its existing systems. The company has repeatedly integrated new groups of employees and refined the necessary training process.

In addition, Frontier plans to augment its existing organization that supports Frontier's legacy OSS, in order to accommodate the additional activity from West Virginia.

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REQUEST #7

With respect to Verizon's prior experience replicating its OSS, please describe in detail (and provide copies of supporting documentation for your responses to each section below):

- a. each prior instance in which Verizon has replicated its OSS or any portion of it for transfer to another entity;
- b. the length of time it took to complete each such replication and transfer;
- c. what types of problems arose in the course of testing the replicated systems prior to cutover;
- d. how long Verizon provided maintenance, troubleshooting, and other support for the system post-cutover, and at what cost to the transferee;
- e. whether there were any serious or catastrophic OSS failures post-transfer, and if so, how and when they were resolved;
- f. how you anticipate this OSS replication will compare with the instances described in the foregoing responses, and what assumptions underlie your expectations; and
- g. what incentives Verizon has to ensure the ongoing success of the transaction, including the robustness of OSS operations in the transaction market areas, after closing.

RESPONSE TO REQUEST #7

Please see the response as provided by Verizon.

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REQUEST #8

With respect to Frontier's prior experiences with post-merger conversions/cutovers, please describe in detail (and provide copies of supporting documentation for your responses to each section below):

- a. the size and scope of each prior conversion/cutover Frontier has completed to date;
- b. how much time elapsed between the closing of each transaction and final completion of the entire conversion/cutover process;
- c. the scope, extent, and nature of the planning and testing that was conducted prior to the cutover;
- d. what effect the conversion and cutover process had on Frontier's service quality levels in each of the service territories subject to the conversion/cutover (please provide performance data for Frontier's service quality in each of the affected areas for the periods before, during, and after the conversion/cutover process was completed); and
- e. how you anticipate the conversion/cutover and OSS replication processes in this transaction will compare with the prior instances described in the foregoing responses, and what assumptions underlie your expectations.

RESPONSE TO REQUEST #8

- a. Frontier has completed the following system integrations:
 - GTE Pre-2000: approximately 750,000 lines were migrated from the acquired OSS/BSS systems to Alltel in a service bureau environment.
 - GTE 2000: Flash cut onto Data Products Incorporated (DPI) at time of close for 300,000 lines.
 - Ogden, NY: approximately 20,000 lines were migrated to DPI in 2003.
 - Rhinelander, NY: approximately 25,000 lines were migrated to DPI in 2003.
 - Commonwealth: approximately 320,000 ILEC lines and 100,000 CLEC lines were migrated from the acquired OSS/BSS platform to DPI in 2007.
 - Global Valley: approximately 12,000 lines were migrated from the acquired OSS/BSS platform to DPI in 2008.

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- Rural ILECs acquired from Global Crossing: Approximately 400,000 lines were migrated to DPI in 2008.

- Frontier Telephone of Rochester: approximately 400,000 lines were migrated from Customer Accounts Records System (CARS) to DPI in 2008.

b. Frontier has acquired both assets and entire operating companies in the past. When assets were acquired, a system conversion at closing was required. When an entire company was acquired, a conversion at close was not required. In instances where a conversion at close was not required, Frontier chose to convert billing systems at a later date based on other business priorities. The Commonwealth conversion, for example, was completed 6 months post-close. The Global Crossing and Frontier Telephone of Rochester billing conversions were completed approximately 7 years after close.

c. In the prior conversions completed by Frontier, the company undertook planning and testing in those conversions that is similar to the planning and testing contemplated in this transaction as summarized in response to Request # 2.

d. Customer service quality was not adversely affected by any of the systems migrations. In several of the state regulatory approval proceedings, Frontier's witness, Billy Jack Gregg, the former Director of the West Virginia Consumer Advocate Division, testified that he had undertaken a review of Frontier service quality prior to and following Frontier's prior acquisitions and systems conversions and concluded that systems migrations did not adversely impact customer service quality. Copies of Mr. Gregg's testimony filed in Illinois, Ohio and West Virginia are being provided herewith.

In addition, Frontier is providing copies of service quality reports filed with the Pennsylvania and New York state commissions following the 2007 Commonwealth Telephone and 2008 Rochester Telephone system conversions. Frontier will also provide service quality reports from several states where the Global Crossing system migration was implemented.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

e. With respect to the planned cutover from the Verizon systems to Frontier's OSS in West Virginia, Frontier will use the same conversion process it has used in prior successful conversions, and is confident that this conversation will also be successful.

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B. FINANCIAL MODEL/BUSINESS CASE

REQUEST #9

Provide, along with copies of all documents used to create each response to this specification:

- a. An explanation of the transaction summary on pages 14-15 of the November 2009 presentation to Frontier's investors, including the following:
 - (1) How is the value to the merged entity affected by modifying the price/share and debt issuance assumptions?
 - (2) Explain how the transaction summary would be affected with the final year-end 2009 financial results for Frontier and Spinco rather than year-end 2008 financial results.
 - (3) Provide copies of all documents prepared expressly for Frontier (whether prepared internally or by outside advisors) used to create the aforementioned summary.
- b. An explanation of the key *pro forma* Financial Data summarized on page 16 of the November 2009 presentation to Frontier's investors, including:
 - (1) the basis of the \$500 million in synergies;
 - (2) how net debt is defined in this presentation;
 - (3) the impact of excluding severance, early retirement costs, and legal settlement costs on this analysis;
 - (4) the meaning of the phrase, "2008 audited financial statements adjusted for certain matters";
 - (5) how the key *pro forma* financial data would be affected if Frontier issues shares at either end of the share price collar; and
 - (6) copies of all documents prepared expressly for Frontier (whether prepared internally or by outside advisors) used to create the summary on page 16 of the November 2009 presentation to Frontier's investors.
- c. Please describe in detail the current status of Frontier's and Spinco's pension balances. In particular, explain whether and how the value of Frontier's or Spinco's pension plan assets or pension obligations in the next three to five years could affect the combined entity's financials and risk.

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- d. A detailed explanation of the transaction's rationale as summarized on page 18 of the November 2009 presentation to Frontier's investors, including copies of all documents prepared expressly for Frontier (whether prepared internally or by outside advisors), which discuss:
 - (1) the rationale for the transaction;
 - (2) the underlying assumptions; and
 - (3) the risks of the proposed transaction.
- e. A detailed explanation of the operational potentials from the proposed transaction as summarized on page 24 of the November 2009 presentation to Frontier's investors. Specifically, please provide an explanation and all supporting documentation for the following:
 - (1) how critical customer metrics (access line losses, high-speed Internet penetration, long distance penetration, and video penetration) will be achieved with the proposed transaction; and
 - (2) the risks and impact on the merged entity if the assumptions underlying Spinco's operational performance are not achieved and instead remain at their current level or decline further.

RESPONSE TO REQUEST #9

a. The transaction summary on pages 14 and 15 of the November 2009 Investor Presentation is a simplified summary of some key features of the proposed transaction that are described more fully for shareholders in Frontier's S-4 Registration Statement. The first three bullets on Slide 14 are self-explanatory. The reference to "pro forma leverage" in Slide 14 is a reference to the pro forma December 31, 2008 estimated ratio of net debt to EBITDA for the combined entity, without any assumed synergies from the transaction. By an "Attractive and sustainable dividend policy," Frontier is referring to both its post-closing reduction of its dividend from \$1.00 per share to \$0.75 per share and its projection that its dividend payout ratio (dividend payments to free cash flow) will be substantially reduced. "Free cash flow accretive in year 2" reflects Frontier's estimate that free cash flow per share will be increasing by Year 2 of the transaction.

Slide 15 summarizes the payment of cash/assumption of debt between Frontier and Verizon and the projected post-transaction ownership of Frontier as between existing Frontier and Verizon shareholders.

a(1). The total merger consideration in this transaction is fixed (subject to adjustment for the regulatory adjustment provision) and is not impacted by the stock price collar. The

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